

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549  
**FORM D**

**Notice of Exempt Offering of Securities**

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

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### 1. Issuer's Identity

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CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
<u>0001729650</u>			<input checked="" type="checkbox"/> Corporation
Name of Issuer			<input type="checkbox"/> Limited Partnership
TON Issuer Inc			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
VIRGIN ISLANDS, BRITISH			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input type="checkbox"/> Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) <u>2018</u>			
<input type="checkbox"/> Yet to Be Formed			

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### 2. Principal Place of Business and Contact Information

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Name of Issuer			
TON Issuer Inc			
Street Address 1	Street Address 2		
CRAIGMUIR CHAMBERS, ROAD TOWN			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
TORTOLA	VIRGIN ISLANDS, BRITISH	VG 1110	<u>284 494 2233</u>

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### 1. Issuer's Identity

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CIK (Filer ID Number)	Previous Names	<input type="checkbox"/> None	Entity Type
<u>0001730853</u>	Phoenix Mobile Ltd.		<input checked="" type="checkbox"/> Corporation
Name of Issuer			<input type="checkbox"/> Limited Partnership
Telegram Group Inc.			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
VIRGIN ISLANDS, BRITISH			

Year of Incorporation/Organization

Over Five Years Ago

Business Trust

Within Last Five Years (Specify Year) 2014

Other (Specify)

Yet to Be Formed

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## 2. Principal Place of Business and Contact Information

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Name of Issuer

Telegram Group Inc.

Street Address 1

Street Address 2

CRAIGMUIR CHAMBERS, ROAD TOWN

City

State/Province/Country

ZIP/PostalCode

Phone Number of Issuer

TORTOLA

VIRGIN ISLANDS,

BRITISH

VG 1110

284 494 2233

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## 3. Related Persons

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Last Name

Durov

First Name

Pavel

Middle Name

Street Address 1

Craigmuir Chambers, Road Town

Street Address 2

City

Tortola

State/Province/Country

VIRGIN ISLANDS, BRITISH

ZIP/PostalCode

VG 1110

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name

Durov

First Name

Nikolai

Middle Name

Street Address 1

Craigmuir Chambers, Road Town

Street Address 2

City

Tortola

State/Province/Country

VIRGIN ISLANDS, BRITISH

ZIP/PostalCode

VG 1110

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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## 4. Industry Group

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Agriculture

Health Care

Retailing

Banking & Financial Services

Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

<input type="checkbox"/> Insurance	<input type="checkbox"/> Hospitals & Physicians	<input type="checkbox"/> Computers
<input type="checkbox"/> Investing	<input type="checkbox"/> Pharmaceuticals	<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Investment Banking	<input type="checkbox"/> Other Health Care	<input checked="" type="checkbox"/> Other Technology
<input type="checkbox"/> Pooled Investment Fund	<input type="checkbox"/> Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?		
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Real Estate
<input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> Commercial	<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Business Services	<input type="checkbox"/> Construction	<input type="checkbox"/> Lodging & Conventions
Energy	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> Coal Mining	<input type="checkbox"/> Residential	<input type="checkbox"/> Other Travel
<input type="checkbox"/> Electric Utilities	<input type="checkbox"/> Other Real Estate	<input type="checkbox"/> Other
<input type="checkbox"/> Energy Conservation		
<input type="checkbox"/> Environmental Services		
<input type="checkbox"/> Oil & Gas		
<input type="checkbox"/> Other Energy		

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**5. Issuer Size**

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Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000		<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000		<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000		<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000		<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000		<input type="checkbox"/> Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> Not Applicable

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**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**

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<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Investment Company Act Section 3(c)
	<input type="checkbox"/> Section 3(c)(1) <input type="checkbox"/> Section 3(c)(9)

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Rule 504 (b)(1)(i)             | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)            | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)           | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 506(b)                    | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506(c)         | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(a)(5) | <input type="checkbox"/> Section 3(c)(7) |   |

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**7. Type of Filing**

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- New Notice Date of First Sale 2018-03-14  First Sale Yet to Occur  
 Amendment

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**8. Duration of Offering**

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Does the Issuer intend this offering to last more than one year?  Yes  No

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**9. Type(s) of Securities Offered (select all that apply)**

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- |  |  |
|--|--|
| <input type="checkbox"/> Equity  | <input type="checkbox"/> Pooled Investment Fund Interests                                      |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities   |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities   |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (describe)<br>Purchase Agreements for Cryptocurrency |

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**10. Business Combination Transaction**

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Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

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**11. Minimum Investment**

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Minimum investment accepted from any outside investor \$1,000,000 USD

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**12. Sales Compensation**

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Recipient

Recipient CRD Number  None



(Associated) Broker or Dealer CRD

(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	Number	<input checked="" type="checkbox"/> None
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

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**13. Offering and Sales Amounts**

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Total Offering Amount      \$850,000,000 USD or  Indefinite

Total Amount Sold      \$850,000,000 USD

Total Remaining to be Sold      \$0 USD or  Indefinite

Clarification of Response (if Necessary):

This \$850,000,000 offering is in addition to the previous offering and was made under a claim of federal exemption under Rule 506(c) and/or Regulation S under the Securities Act of 1933. The issuers may pursue one or more subsequent offerings.

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**14. Investors**

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Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

94

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**15. Sales Commissions & Finder's Fees Expenses**

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Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD  Estimate

Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

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**16. Use of Proceeds**

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Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

**Clarification of Response (if Necessary):**

Unknown at this time. The issuers intend to use the proceeds for the development of the TON Blockchain, the development and maintenance of Telegram Messenger and the other purposes described in the offering materials.

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**Signature and Submission**

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**Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.**

**Terms of Submission**

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
TON Issuer Inc	/s/ Pavel Valerievich Durov	Pavel Valerievich Durov	Director	2018-03-29
Telegram Group Inc.	/s/ Pavel Valerievich Durov	Pavel Valerievich Durov	Director	2018-03-29

*Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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